



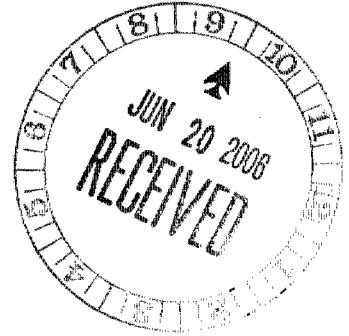
CORPORATION SERVICE COMPANY

RECORDATION NO. 23404-N FILED

JUN 20 '06

4-24 PM

SURFACE TRANSPORTATION BOARD



June 19, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 186724/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 16, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **LEHIGH SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY**
One Concord Centre, 2300 Clayton Rd, Concord, CA 94520

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **LEHIGH SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY** covering 40-3256 C.F. covered hopper car with gravity gates and round hatches (87255/87433) NON INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23404 dated 03/15/2001 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16th day of May, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LEHIGH SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY, a California corporation, with an address at One Concord Centre, 2300 Clayton Road, Concord, CA 94520 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 24, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 15, 2001 as Recordation Number 23404.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LEHIGH SOUTHWEST CEMENT COMPANY f/k/a
CALAVERAS CEMENT COMPANY

By: [Signature]
Name: John G. Gresham
Title: Manager Sales Mgmt

Schedule A

Number of Cars

Equipment Description

40 3,256 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	87255
2	CEFX	87278
3	CEFX	87292
4	CEFX	87370
5	CEFX	87398
6	CEFX	87399
7	CEFX	87400
8	CEFX	87401
9	CEFX	87402
10	CEFX	87403
11	CEFX	87404
12	CEFX	87405
13	CEFX	87406
14	CEFX	87407
15	CEFX	87408
16	CEFX	87409
17	CEFX	87410
18	CEFX	87411
19	CEFX	87412
20	CEFX	87413
21	CEFX	87414
22	CEFX	87415
23	CEFX	87416
24	CEFX	87417
25	CEFX	87418
26	CEFX	87419
27	CEFX	87420
28	CEFX	87421
29	CEFX	87422
30	CEFX	87423
31	CEFX	87424
32	CEFX	87425
33	CEFX	87426
34	CEFX	87427
35	CEFX	87428
36	CEFX	87429
37	CEFX	87430
38	CEFX	87431
39	CEFX	87432
40	CEFX	87433